

Certificate of Amendment
of Articles of Incorporation
of
Academy of Motion Picture Arts and Sciences

Sid Ganis and Cheryl Boone Isaacas certify that:

I. They are the President and the Secretary, respectively, of the Academy of Motion Picture Arts and Sciences, a California mutual benefit non-profit corporation.

II. A meeting of the Board of Governors was held in the office and principal place of business of the corporation in the City of Beverly Hills, County of Los Angeles, State of California, on the 10th day of August, 2004, at which meeting a majority of the directors of said corporation were present and voting.

III. At said meeting the Board of Governors of said corporation adopted, approved and consented to the following amendments to the articles of incorporation of the corporation:

1. That the third article be amended to read as follows:

"THIRD: That the place where the principal business of said corporation is to be transacted is the City of Beverly Hills, County of Los Angeles, State of California."

2. That an eighth article be added as follows:

"EIGHTH: That the corporation indemnifies its corporate officers and agents to the fullest extent possible under California law."

Section 8.1 Definitions.

For purposes of this section, "agent" means any person who is or was a director, officer, employee, or other agent of this corporation, or is or was serving

at the request of this corporation as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, or was a director, officer, employee, or agent of a foreign or domestic corporation that was a predecessor corporation of this corporation or of another enterprise at the request of the predecessor corporation; "proceeding" means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative; and "expenses" includes, without limitation, attorney fees and any expenses of establishing a right to indemnification under Section 8.4 or 8.5(b) of this Article.

Section 8.2 Indemnification in Actions by Third Parties.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action by or in the right of this corporation to procure judgment in its favor, an action brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust) by reason of the fact that the person is or was an agent of this corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with the proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in the best interests of the corporation and, in the case of a criminal proceeding, had no reasonable cause to believe the conduct was

unlawful. The termination of any proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in the best interests of this corporation or that the person had reasonable cause to believe that the conduct was unlawful.

Section 8.3 Indemnification in Actions by or in the Right of the Corporation.

This corporation shall have the power to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action by or in the right of this corporation or brought under Corporations Code section 5233, made applicable pursuant to Corporations Code section 7238, or an action brought by the Attorney General or a person granted relator status by the Attorney General for any breach of duty relating to assets held in charitable trust to procure a judgment in its favor by reason of the fact that the person is or was an agent of this corporation, against expenses actually and reasonably incurred by the person in connection with the defense or settlement of the action if the person acted in good faith, in a manner the person believed to be in the best interests of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. No indemnification shall be made under this Section 8.3:

- (a) In respect of any claim, issue or matter as to which the person shall have been adjudged to be liable to this corporation in the performance of the person's

duty to this corporation, unless and only to the extent that the court in which the proceeding is or was pending shall determine on application that, in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for the expenses that the court shall determine;

(b) Of amounts paid in settling or otherwise disposing of a threatened or pending action, with or without court approval; or

(c) Of expenses incurred in defending a threatened or pending action which is settled or otherwise disposed of without court approval, unless such action concerns assets held in charitable trust and is settled with the approval of the Attorney General.

Section 8.4 Indemnification Against Expenses.

To the extent that an agent of this corporation has been successful on the merits in defense of any proceeding referred to in Section 8.2 or 8.3 of this Article or in defense of any claim, issue or matter therein, the agent shall be indemnified against expenses actually and reasonably incurred by the agent in connection therewith.

Section 8.5 Required Indemnification,

Except as provided in Section 8.4 of this Article, indemnification under this Article shall be made by this corporation only if authorized in the specific case, on a determination that indemnification of the agent is proper in the circumstances because the agent has met the applicable standard of conduct set forth in Section 8.2 or 8.3, by:

- (a) A majority vote of a quorum consisting of directors who are not parties to the proceeding; or
- (b) A majority vote of the members; or
- (c) The court in which the proceeding is or was pending, on application made by this corporation or the agent, attorney, or other person rendering services in connection with the defense, whether or not the application by the agent, attorney, or other person is opposed by this corporation.

Section 8.6 Advance of Expenses.

Expenses incurred in defending any proceeding may be advanced by this corporation prior to the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount unless it shall be determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 8.7 Other Indemnification.

No provision made by the corporation to indemnify its or its subsidiary's directors or officers for the defense of any proceeding, whether contained in the Articles, Bylaws, a resolution of the directors, an agreement or otherwise, shall be valid unless consistent with this Article. Nothing contained in this Article shall affect any right to indemnification to which persons other than the directors and officers may be entitled by contract or otherwise.

Section 8.8 Forms of Indemnification Not Permitted.

No indemnification or advance shall be made under this Article, except as provided in Sections 8.4 or 8.5(c) in any circumstances where it appears that:

- (a) It would be inconsistent with a provision of the Articles of Incorporation, these Bylaws, a resolution of the members or an agreement in effect at the time of the accrual of the alleged cause of action asserted in the proceeding in which the expenses were incurred or other amounts were paid, which prohibits or otherwise limits indemnification; or
- (b) It would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 8.9 Insurance.

The corporation shall have the power to purchase and maintain insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in the capacity or arising out of the agent's status as an agent whether or not the corporation would have the power to indemnify the agent against the liability under the provisions of this Article; provided, however, if this corporation holds assets in charitable trust that this corporation shall have no power to purchase and maintain insurance to indemnify any agent of the corporation for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

Section 8.10 Nonapplicability to Fiduciaries of Employee Benefit Plans.

This Article does not apply to any proceeding against any trustee, investment manager, or other fiduciary of an employee benefit plan in that person's capacity as such, even though the person may also be an agent of the corporation as defined in Section 8.1 of this Article. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code section 207(f).

Section 8.11 Binding Nature.

The provisions of this Article shall be binding upon any successor to the Academy of Motion Picture Arts and Sciences so that each Indemnatee shall be in

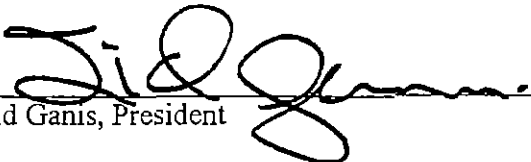
the same position with respect to any resulting, surviving, or succeeding entity as the Indemnatee would have been had the separate legal existence of The Academy of Motion Picture Arts and Sciences continued; provided, that unless expressly provided or agreed otherwise, this sentence shall be applicable only to an Indemnatee acting in an official capacity or in another capacity described in Section (a) prior to termination of the separate legal existence of The Academy of Motion Picture Arts and Sciences. The foregoing provisions shall be deemed to create a contract right for the benefit of every Indemnatee if (i) any act or omission complained of in a proceeding against the Indemnatee, (ii) any portion of a proceeding, or (iii) any determination or assessment of liability, occurs while this Article is in effect."


IV. The foregoing amendments to the Articles of Incorporation have been duly approved by the Board of Governors.

V. The foregoing amendment has been duly approved by the required vote of members in accordance with Section 7812 of the Corporations Code.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATED: November 4, 2008


Sid Ganis, President

By 
Cheryl Boone Isaacs, Secretary